

RECORDATION NO. 26252 FILED

MAR 21 '06 1-21 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 21, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 1 to Full Service Master Lease Agreement, dated as of May 14, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, Illinois 62062

Lessee: Unimin Corporation
258 Elm Street
New Canaan, Connecticut 06840

Mr. Vernon A. Williams
March 21, 2006
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A description of the railroad equipment covered by the enclosed document is:

20 railcars: MWCX 300148 - MWCX 300167.

A short summary of the document to appear in the index is:

Memorandum of Schedule No. 1 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

UNIMIN CORPORATION

as Lessee

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of May 14, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and UNIMIN CORPORATION, a Connecticut ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated May 14, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of May 14, 2004 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

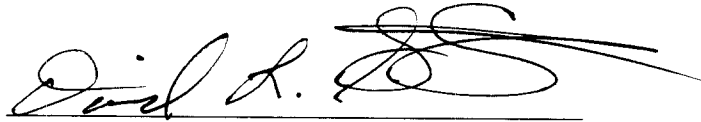
UNIMIN CORPORATION

By: 

Name: **Louis R. Mastandrea**
Title: **Vice President/Distribution**

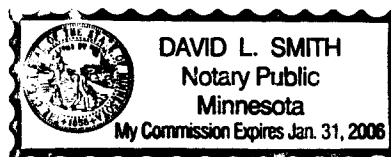
STATE OF MN, CITY OF Elk River, TO WIT:

On this 24 day of May, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on May 24, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:



STATE OF CONNECTICUT, CITY OF NEWCAHAN, TO WIT:

On this 19th day of May, 2004 before me appeared, Louis R. Mastandrea, to me personally known, who being by me duly sworn, says that he is a Vice President/District of UNIMIN CORPORATION, a Connecticut Corporation, that said instrument was signed and sealed on May 19th, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:

ELAINE VITULLI
NOTARY PUBLIC
COMMISSION EXPIRES MAR. 31, 2009

DESCRIPTION OF RAILCARS

Twenty (20) 100-ton railcars with the reporting following marks:

MWCX 300148 – 300167, inclusive